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13 Proposed Attorneys for Zacky Farms, LLC

14 UNITED STATES BANKRUPTCY COURT
 15 EASTERN DISTRICT OF CALIFORNIA
 16 SACRAMENTO DIVISION

17 In re:

CASE NO. 12-37961-B-11

18 ZACKY FARMS, LLC, a
 19 California limited liability
 20 company,

DCN: FWP-11

21 Debtor-In-Possession.

Date: November 8, 2012
 Time: 3:00 p.m.
 Courtroom: 32
 501 I Street, 6th Floor
 Sacramento, CA

22 **ORDER GRANTING MOTION (I) AUTHORIZING THE CONTINUED EMPLOYMENT**
 23 **AND RETENTION OF FTI CONSULTING, INC. AS THE DEBTOR'S CHIEF**
 24 **RESTRUCTURING OFFICER EFFECTIVE AS OF THE PETITION DATE; AND (II)**
 25 **APPROVING THE ENGAGEMENT AGREEMENT BETWEEN THE DEBTOR AND**
 26 **KEITH F. COOPER AND FTI CONSULTING, INC.**

27 The motion of Zacky Farms, LLC, Debtor and Debtor in Possession's (the "Debtor")
 28 seeking entry of an order authorizing the continued employment and retention of FTI
 Consulting, Inc., together with its wholly-owned subsidiaries, agents and independent
 contractors as the Debtor's Chief Restructuring Officer effective as of the Petition Date; and (II)
 approving the Engagement Agreement between the Debtor and Keith F. Cooper and FTI
 Consulting, Inc. (the "Motion"), came on for continued hearing on November 8, 2012, at
 3:00 p.m., in Courtroom 32 of the United States Bankruptcy Court for the Eastern District of
 California. The Debtor appeared through its counsel, Thomas A. Willoughby. Other
 appearances were noted on the record. All capitalized terms used but not defined herein shall

ORDER GRANTING MOTION (I) AUTHORIZING THE
 CONTINUED EMPLOYMENT OF FTI ; AND (II)
 APPROVING THE FTI ENGAGEMENT AGREEMENT

RECEIVED

November 09, 2012

CLERK, U. S. BANKRUPTCY COURT
 EASTERN DISTRICT OF CALIFORNIA
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1 have the meanings given to them in the Motion.

2 The Court has considered the Motion, the Declaration of Keith F. Cooper in Support of
3 the Motion, and the matters reflected in the record of the hearing held on the Motion on
4 November 8, 2012. It appears that the Court has jurisdiction over this proceeding; that this is a
5 core proceeding; that notice of the Motion has been given to the Office of the United States
6 Trustee, counsel for the creditors committee, the owners of the Debtor, applicable governmental
7 entities, and those requesting special notice pursuant the Limited Service List; that no further
8 notice is necessary; that the relief sought in the Motion, as modified herein, is in the best
9 interests of the Debtor, its estate, and its creditors; and that good and sufficient cause exists for
10 such relief.

11 Accordingly, it is hereby ORDERED as follows:

12 1. The Motion (docket no. 96) is GRANTED as provided herein.

13 2. Pursuant to section 363 of the Bankruptcy Code, the Debtor is authorized, but not
14 directed, to continue its engagement of FTI Consulting, Inc., together with its wholly owned
15 subsidiaries, agents and independent contractors (collectively "FTI") to provide restructuring
16 advisory services on the terms set forth in the Motion, the Engagement Agreement attached
17 thereto, as modified herein, and the Cooper Declaration with such employment being effective as
18 of the Petition Date.

19 3. Except as otherwise provided in this paragraph, FTI shall be subject to the same
20 fee review process as professionals employed under section 327 of the Bankruptcy Code,
21 including review of its fees and expenses under section 330 of the Bankruptcy Code. The FTI
22 employees serving as officers of the Debtor, currently Keith F. Cooper as the Debtor's Sole
23 Manager and Chief Restructuring Officer and Sean M. Harding as the Debtor's Senior Vice
24 President of Restructuring, shall not be subject to the same fee review and payment process as
25 professionals employed under section 327 of the Bankruptcy Code.

26 4. The second paragraph on page 6 of the Engagement Agreement is hereby stricken
27 and of no effect.

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1 5. The Court shall retain jurisdiction to hear and determine all matters arising from
2 the implementation of this Order. Any and all disputes regarding the engagement of FTI shall be
3 subject to the exclusive jurisdiction of the bankruptcy court and determined by applicable law.
4 Paragraph 7.2 of the FTI's Standard Terms and Conditions is hereby stricken and of no effect.


5 6. To the extent the fourteen day stay of Bankruptcy Rule 6004(h) may be construed
6 to apply to the subject matter of this Order, such stay is hereby waived.

7 Approved:

8 LOWENSTEIN SANDLER PC

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10 By: /s/ Wojciech F. Jung
11 Wojciech F. Jung
12 Counsel for the Official Committee
13 of Unsecured Creditors
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18 Dated: November 13, 2012

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21 Thomas C. Holman
22 United States Bankruptcy Judge
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